

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

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| FRANCES CLARITY STOKES and THOMAS ALLEN GRAY, Individually and on Behalf of All Others Similarly Situated, |)))) | |
| Plaintiffs, |) | Civil Action No. 1:24-cv-12691 |
| v. |) | <u>ORAL ARGUMENT REQUESTED</u> |
| BIOGEN INC., CHRISTOPHER A. VIEHBACHER, MICHEL VOUNATSOS, MICHAEL R. MCDONNELL, and PRIYA SINGHAL, |)))) | |
| Defendants. |) | |
| |) | |

DEFENDANTS' MOTION TO DISMISS THE AMENDED COMPLAINT

Pursuant to Federal Rule of Civil Procedure 12(b)(6), the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995, Defendant Biogen Inc., along with Defendants Christopher A. Viehbacher, Michel Vounatsos, Michael R. McDonnell, and Priya Singhal (collectively the “Individual Defendants,” and with Biogen, “Defendants”) hereby move to dismiss all claims against them in Lead Plaintiffs’ First Amended Class Action Complaint (the “Complaint”), ECF No. 43. More specifically, Biogen moves to dismiss Count I of the Complaint, and the Individual Defendants move to dismiss Counts I and II of the Complaint. As grounds for this motion, Defendants state as follows:

1. *First*, Plaintiffs fail to plead a violation of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder (Count I). Plaintiffs have not pled with the particularity required by the Federal Rules of Civil Procedure and the PSLRA: (i) any actionable statements or omissions or (ii) any facts that support a compelling inference of scienter.

2. *Second*, because Plaintiffs have failed to plead a viable claim under Section 10(b), their claim for “control person” liability under Section 20(a) of the Securities Exchange Act of 1934 (Count II) fails as well.

WHEREFORE, for these reasons and those set forth in the accompanying Memorandum of Law and the contemporaneously filed Declaration of Jessica Lewis, Defendants respectfully request that the Court dismiss the Complaint with prejudice, award Defendants reasonable attorneys’ fees and expenses, and award any other relief that the Court deems fair and just.

REQUEST FOR ORAL ARGUMENT

Defendants respectfully request oral argument pursuant to Local Rule 7.1(d). Defendants believe that oral argument will assist the Court’s consideration of this Motion, and they would appreciate the opportunity for counsel to address any issues raised by, or questions posed by, the Court.

Dated: February 18, 2025

Respectfully submitted,

/s/ Michael G. Bongiorno

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Counsel for Defendants

RULE 7.1(A)(2) CERTIFICATE

I hereby certify that counsel for Defendants conferred with counsel for Lead Plaintiffs, who did not assent to the relief sought in this motion.

/s/ Jessica Lewis
Jessica Lewis